

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

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In re:	:	Chapter 11
NORTHWESTERN CORPORATION,	:	Case No. 03-12872 (CGC)
Debtor.	:	
	:	
	:	

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**NOTICE OF DESIGNATION OF POTENTIAL WITNESSES TO BE CALLED WITH  
RESPECT TO THE CONFIRMATION HEARING**

PLEASE TAKE NOTICE that on May 25, 2004, NorthWestern Corporation (the “Debtor”) filed its First Amended Disclosure Statement Pursuant to Section 1125 of the Bankruptcy Code for the Plan of Reorganization (Dkt. No. 1352) (the “Disclosure Statement”).

PLEASE TAKE FURTHER NOTICE that on May 26, 2004, the Court entered an Order (I) Approving the Debtor’s First Amended Disclosure Statement, (II) Authorizing Solicitation of Votes, (III) Scheduling a Hearing on Confirmation of the Joint Plan of Reorganization, (IV) Establishing Notice Requirements Regarding the Confirmation Hearing and Approving the Form and Manner of Notice and (V) Granting Related Relief Respecting the Debtor’s First Amended Plan of Reorganization (Dkt. No. 1373) (the “Disclosure Statement Order”) which scheduled the Confirmation Hearing (hereinafter, as defined in the Disclosure Statement) for August 25, 2004.

PLEASE TAKE FURTHER NOTICE that on July 13, 2004, the Court entered its Scheduling Order for Confirmation Hearing (the “Scheduling Order”).

PLEASE TAKE FURTHER NOTICE that pursuant to Paragraph 5 of the Scheduling Order, all parties-in-interest shall file and serve by no later than August 13, 2004 a list of witnesses anticipated to be called with respect to the Confirmation Hearing.

PLEASE TAKE FURTHER NOTICE that attached hereto as Exhibit A is a list of potential witnesses anticipated to be called with respect to the Confirmation Hearing.

PLEASE TAKE FURTHER NOTICE that the Debtor reserves all rights to examine or cross-examine, as may be appropriate, any and all witnesses called by any other parties participating in the Confirmation Hearing.

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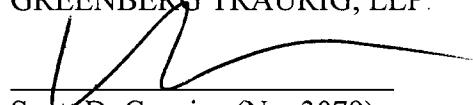
Dated: Wilmington, Delaware  
August 13, 2004

Respectfully submitted,

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and

GREENBERG TRAURIG, LLP.



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Scott D. Cousins (No. 3079)  
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*Co-Counsel for the Debtor and  
Debtor-in-Possession*

**EXHIBIT A****WITNESSES EXPECTED TO BE PRESENT AND TO BE CALLED TO TESTIFY:**

<b>NAME</b>	<b>ADDRESS</b>	<b>TELEPHONE</b>
William Austin	NorthWestern Corporation 125 S. Dakota Avenue Sioux Falls, SD 57104-6403	(605) 978-2943
Brian Bird	NorthWestern Corporation 125 S. Dakota Avenue Sioux Falls, SD 57104-6403	(605) 978-2909
Michael Hanson	NorthWestern Corporation 125 S. Dakota Avenue Sioux Falls, SD 57104-6403	(605) 978-2903
Andrew Yearley	Lazard Freres & Co. LLC 30 Rockefeller Plaza New York, NY 10020	(212) 632-1430

**WITNESSES EXPECTED TO BE PRESENT WHO MAY BE CALLED TO TESTIFY:**

Michael Nieman	NorthWestern Corporation 125 S. Dakota Avenue Sioux Falls, SD 57104-6403	(605) 978-2969
Kendall Kliewer	NorthWestern Corporation 125 S. Dakota Avenue Sioux Falls, SD 57104-6403	(605) 978-2806
Steven Hall	Pearl Meyer & Partners 445 Park Avenue New York, NY 10022	(212) 644-2300